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Federal Communications Commission  
Office of Secretary

1875 K Street, NW  
Washington, DC 20006-1238  
Tel: 202 303 1000  
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December 22, 2005

**REDACTED FOR PUBLIC INSPECTION**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

Re: **CONFIDENTIAL AND HIGHLY CONFIDENTIAL INFORMATION SUBJECT TO FIRST AND SECOND PROTECTIVE ORDERS IN MB DOCKET NO. 05-192**, Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, MB Docket No. 05-192

Dear Ms. Dortch:

Please find enclosed Adelphia Communications Corporation's response to the Commission's Information and Document Request ("Information Request") released on December 5, 2005.<sup>1</sup> Due to the fact that Adelphia maintains some of the information and documents submitted herein in the strictest of confidence and does not release them to the public in the ordinary course, Adelphia is submitting them pursuant to the First and Second Protective Orders in the docket, as appropriate.<sup>2</sup>

<sup>1</sup> See Letters to Applicants from Donna C. Gregg, Chief, Media Bureau, Federal Communications Commission, and attached Information and Document Request, MB Docket No. 05-192 (dated Dec. 5, 2005).

<sup>2</sup> See *In re Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee*, Order Adopting Protective Order, 20 FCC Rcd 10751 (2005); *In re Applications for Consent to the Assignment and/or Transfer of Control of*

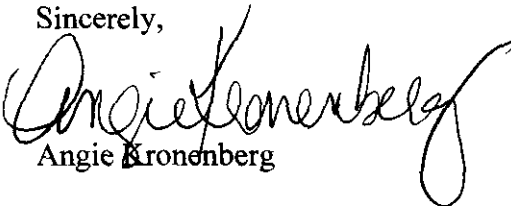
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List A B C D E

Pursuant to the First and Second Protective Orders, Adelphia is filing one copy of the unredacted data with the Secretary's Office under separate cover. Adelphia is delivering two copies of the unredacted data and CDs containing those spreadsheets described in Item X in the Definitions and Instructions section of the FCC's Information Request to Julie Salovaara of the Media Bureau.<sup>3</sup> In addition, Adelphia is submitting herewith four copies of this data in redacted form for the public record pursuant to the Information and Document Request and the Public Notice in this proceeding.<sup>4</sup>

The unredacted versions of the data are available for inspection, pursuant to the terms of the First and Second Protective Orders, at the Washington, D.C. office of Willkie Farr & Gallagher LLP.

Please contact me with any questions concerning the enclosed materials.

Sincerely,



Angie Kronenberg

Enclosures

cc: Donna Gregg  
Sarah Whitesell  
Tracy Waldon  
Royce Sherlock  
Marcia Glauberman  
Wayne McKee  
Julie Salovaara

---

*Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, Order, DA 05-3226 (rel. Dec. 21, 2005).*

<sup>3</sup> Adelphia is filing three CDs containing the spreadsheets described in Item X: one CD containing publicly available data; a second CD containing data protected pursuant to the FCC's First Protective Order; and a third CD containing data protected pursuant to the FCC's Second Protective Order.

<sup>4</sup> See Letter from Donna C. Gregg, Chief of Media Bureau, Federal Communications Commission to Brad Sonnenberg & James N. Zerefos of Adelphia Communications Corp. and Philip L. Verveer, Michael H. Hammer & Francis M. Buono of Willkie Farr & Gallagher LLP, *Consolidated Application for Authority to Transfer Control*, MB Docket No. 05-192, at 2 (Dec. 5, 2005), citing *Adelphia Communications Corporation, Debtor-in-Possession, Time Warner Inc. and Comcast Corporation Seek Approval To Transfer Control and/or Assign FCC Authorizations and Licenses*, Public Notice, MB Docket No. 05-192, DA 05-1591, at 4-5 (June 2, 2005).

Marlene Dortch  
December 22, 2005  
Page 3

Jim Bird  
Neil Dellar  
Ann Bushmiller  
Jeff Tobias  
JoAnn Lucanik  
Kimberly Jackson  
Best Copy and Printing, Inc.

**Adelphia Communications**  
**MB Docket No. 05-192**  
**Response to FCC Request I.A**

I. Corporate and Other Documents

- A. Explain, by means of a flow chart/organizational chart or series of such charts, how the transactions set forth in the Exchange Agreement, will proceed. Include in such charts a description of the assets, including the identity of the owner of such assets, which will be placed in each company prior to the stock swaps described in such Exchange Agreement.

**Response:**

**Adelphia is not a party to the Exchange Agreement; therefore, it will not provide a response to this Request. Adelphia understands that Time Warner is providing a response to this Request.**

**Adelphia Communications**  
**MB Docket No. 05-192**  
**Response to FCC Request I.B**

I. Corporate and Other Documents

- B. Provide all portions of Documents provided at Exhibits A-O of the Public Interest Statement that were omitted from the Application and that have not been provided to date.

**Response:**

**Adelphia understands that all portions of documents provided as Exhibits A-O of the Public Interest Statement are on file in the docket as of October 4, 2005.**

**Adelphia Communications**  
**MB Docket No. 05-192**  
**Response to FCC Request I.C**

I. Corporate and Other Documents

- C. How are the lock up and tolling agreements set forth in section 2.3 of the Redemption Agreement (Exhibit D) and section 2.3 of the Redemption Agreement (Exhibit E) respectively, compatible with Comcast Trustee's duty to dispose of the trust assets as soon as practicable?

**Response:**

**Adelphia is not a party to the Redemption Agreement; therefore, it will not provide a response to this Request. Adelphia understands that Comcast is providing a response to this Request.**

**Adelphia Communications**  
**MB Docket No. 05-192**  
**Response to FCC Request II.A**

**II. Services, Systems, and Subscribers**

- A. Identify each Cable System owned, operated, managed, or attributed to the Company as of June 30, 2005, and for each provide the following:
1. the Physical System IDs (PSID) and Community Unit IDs (CUID)
  2. Nielsen Designated Market Area(s) containing the System
  3. counties served by the System
  4. Cluster containing the System
  5. the date that the Company acquired an attributable interest in the System, and if acquired in the previous three years, the previous owner of the Company's interest
  6. the Economic Interest held by each of the Applicants
  7. changes in the Economic Interests of each of the Applicants if the license transfer is approved
  8. whether the Company currently manages the System and the division of the Company responsible for managing the System
  9. whether the Company will manage the System if the license transfer is approved
  10. list competing MVPDs, excluding private cable and wireless cable operators, and the technology used by the competitor (wired or satellite)

**Response:**

**On December 12, 2005, Adelphia filed with the Commission its responses to II.A.1-3 and 6-9.**

**Attached is Adelphia's response to II.A.4; it is stamped II.A.4 00001-00007. This document classifies the general managers of Adelphia's systems by cost center. Adelphia believes that general managers are a reasonable proxy for clusters. Please note, however, that Adelphia does not refer to clusters in its management of the Company.**

**Adelphia's response to II.A.5 provides information about system acquisitions completed by Adelphia within the past three years. The attached response is stamped II.A.5 00001.**

**Adelphia Communications  
MB Docket No. 05-192  
Response to FCC Request II.A (cont.)**

**Response (cont.):**

**Adelphia is still compiling data for its response to Request II.A.10 and will provide an answer to the Commission as soon as possible.**



**Adelphia Communications**

**Basic Subscribers Reported by Cost Center Rolled to General Manager, FCC Request II.A.4**

Cost Center Numbers Rolled to General Manager
---

**Regions Ops**

Central Region Ops

Northern Ohio Ops

Ashtabula/Painesville Ops

Cleveland Combined Ops

Western\_Res Ops

Lorain Combined Ops

GOVA/Kentucky Combined Ops

Greater Ohio Valley Area Ops

Nowark, Oh Ops

Western Ohio Ops

Defiance Ops

Cincinnati, Oh Ops

S Ohio / W VA Ops

Huntington Combined Ops

Kentucky Ops

Owensboro Group Ops

Central Kentucky Ops

SOVA Area Ops

CENTRAL VIRGINIA DISTRICT Ops

South East District Ops

North Carolina Ops

**Adelphia Communications**  
**Basic Subscribers Reported by Cost Center Rolled to General Manager, FCC Request II.A.4**

Cost Center Numbers Rolled to General Manager
---

SOUTHWEST VIRGINIA/TENNESSEE DISTRICT OPS

NOVA Area Ops  
MARYLAND DISTRICT Ops

NORTHERN VIRGINIA DISTRICT Ops

Southeast Region Ops  
Southeast Region Excl Call Centers  
Area 1 Ops  
S Carolina Ops

N Carolina Ops

S Georgia/HH Ops

Brunswick Combined Ops

AL\_MS Ops  
Alabama Ops

Mississippi Ops

N Georgia Ops

Area 2 Ops  
Orlando Ops  
Tampa, FL Ops  
Tampa Ops

Bunnellon, F Ops

**Adelphia Communications**

**Basic Subscribers Reported by Cost Center Rolled to General Manager, FCC Request II.A.4**

Cost Center Numbers Rolled to General Manager
---

Orlando, FL Ops
-----------------

South Dade, FL Ops

Broward Ops

Area 3 Ops

Palm Beach Gardens Ops

Stuart, FL Ops

Boca-Delray Ops

National South Combined Ops

West Boca Ops

Delray Beach Combined Ops

West Palm Beach Ops

Boynton Beach Ops

National, FL Ops

Northeast Region Ops

Western PA Area Ops

Eastern PA Ops

Northwest/Central PA

West Central PA Ops

**Adelphia Communications**

**Basic Subscribers Reported by Cost Center Rolled to General Manager, FCC Request II.A.4**

Cost Center Numbers Rolled to General Manager	
South/Western PA	

Western New York and Northern PA Area Ops  
Northwest PA Combined Ops

Buffalo/ Niagara Combined Ops

Olean Combined Ops

Central New York Ops

Vermont, New Hampshire, and Eastern NY Area Ops  
Eastern New York Ops  
Glens Falls Ops

New Hampshire Ops  
Conway NH Ops

Londonderry Ops

Vermont Ops  
Burlington Ops

Resort Ops

Southern Vermont Ops

**Adelphia Communications**

**Basic Subscribers Reported by Cost Center Rolled to General Manager, FCC Request II.A.4**

Cost Center Numbers Rolled to General Manager
---

Massachusetts and Maine Area Ops
Massachusetts Ops
Northeastern MA Ops

Southeastern MA Ops
---------------------

Western MA Ops
----------------

Maine Ops
-----------

Connecticut and Eastern PA Ops
Eastern Connecticut Ops

Scranton Combined Ops
-----------------------

Western Connecticut Ops
-------------------------

Western Region Ops
Western Region Excl Call Centers
Western Active Ops

Cowlitz Ops
-------------

Yuma Ops
----------

Colorado Springs Ops
Colorado Springs Video and HSI

Moscow/Pullman Ops
--------------------

Coeur d'Alene Ops
-------------------

Colorado Mountain Ops
-----------------------

Susanville/Burney Ops
-----------------------

**Adelphia Communications**

**Basic Subscribers Reported by Cost Center Rolled to General Manager, FCC Request II.A.4**

<b>Cost Center Numbers Rolled to General Manager</b>
--

California Region Ops

California Region Ops Excl Call Centers

Southwest

West: Riverside County/Carlsbad Ops

Desert Ops

Ontario Ops

Chino Combined Ops

Orange/Foothill

Orange County

North Orange County Ops

Central Orange County Ops

Newport Beach & Orange County Ops

San Gabriel Valley Ops

Ventura/Palmdale

Ventura County Ops

Newbury Park Ops

Calabasas Park Combined Ops

Ventura County West Ops

OXNARD COMBINED Ops

Palmdale Combined Ops

LA Metro

Valley Ops

Sherman Oaks Combined Ops

Van Nuys Ops

Beach Cities Ops

City Ops

Optel Cable Plus Combined Ops

Cable Plus Ops

**Adelphia Communications**

**Basic Subscribers Reported by Cost Center Rolled to General Manager, FCC Request II.A.4**

<b>Cost Center Numbers Rolled to General Manager</b>
--

The Company has not completed the preparation of financial statements for periods subsequent to September 30, 2005 and is reviewing its books and records and other information on an on-going basis to determine whether amounts should be changed, supplemented or otherwise amended pursuant to Generally Accepted Accounting Principles in the United States. Such review and evaluation may result in adjustments to the financial statements.

The financial data enclosed herein represents internal, unaudited data that was compiled from our books and records. This financial data has not been audited at a DMA level and may not reflect certain adjustments, some of which may be material, that would be necessary to render the financial information in accordance with Generally Accepted Accounting Principles.

Adelphia has not included subscriber information for the following areas as they are excluded from the proposed Transactions: St. Mary's, Pennsylvania, Puerto Rico, and Brazil. In addition, Adelphia has not included the Rigas properties that are not part of the proposed Transactions.

**ADELPHIA COMMUNICATIONS CORPORATION -- CABLE SYSTEM ACQUISITIONS 1.1.02 THROUGH 12.07.05, FCC Request II.A.5**

<b>Transaction Name</b>	<b>Closing Date</b>	<b>Selling Entities</b>	<b>Areas Acquired</b>
Asset Acquisition - Cooney Cable	2.14.02	Cooney Cable Associates, Inc.; Cooney Cable Associates of West Virginia, LP; Cooney Cable Associates of Bastian, LP; Bath CATV, Inc.	<b>PA</b> -- Beccaria Township, Clearfield Township, Coalport Borough, Dean Township, Glen Hope Borough, Glendale Yearound, Irvona Borough, Reade Township, White Township <b>VA</b> -- Rockbridge County, Town of Goshen
Asset Acquisition -- Verizon	2.28.02	Verizon Media Ventures, Inc.	<b>CA</b> -- Thousand Oaks, Camarillo, Oxnard, Port Hueneme, Ventura County
Asset Acquisition -- Cable Plus	8.22.03	Cable Plus, Inc.	<b>CO</b> -- El Paso County, Falcon
Asset Acquisition -- TV Max	8.9.04	TVMAX Colorado, Inc.	<b>CO</b> -- SMATV systems at Grand Centennial, Camelback Pointe (Colorado Springs)



**Adelphia Communications**  
**MB Docket No. 05-192**  
**Response to FCC Request II.B.1**

**II. Services, Systems, and Subscribers**

**B. For the Cable Systems identified in II.A. that are operated or managed by the Company, for each of the previous four quarters, provide the following at the most granular reporting level retained in the ordinary course of business.**

- 1. the number of households for which each of the following services were available:**
  - a) Basic Cable**
  - b) Expanded Basic Cable**
  - c) Digital Cable**
  - d) Residential High-Speed Internet Access**
  - e) Telephony**

**Response:**

**Adelphia's response to II.B.1.a provides the number of households for which basic cable was service ready<sup>1</sup> in its areas for the previous four quarters. The response is attached in pages II.B.1.a 00001-00006.**

**Adelphia does not separately track the number of households for which its expanded basic cable service is available and, therefore, does not have a response to II.B.1.b.**

**Adelphia's response to II.B.1.c provides the number of households for which digital cable service was service ready in its service areas for the previous four quarters and is attached in pages II.B.1.c 00001-00006.**

**Adelphia's response to II.B.1.d provides the number of households for which residential high-speed Internet access service was market ready<sup>2</sup> for the previous four quarters. Adelphia's response to II.B.1.d is attached in pages II.B.1.d 00001-00006.**

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<sup>1</sup> **Service ready means that Adelphia's cable plant passes the household, but the household may not necessarily be included in Adelphia's billing system.**

<sup>2</sup> **Market ready means that Adelphia's cable plant passes the household, and the household is in Adelphia's billing system. In other words, no additional business steps would need to be taken by the company to serve the household.**

**Adelphia Communications**  
**MB Docket No. 05-192**  
**Response to FCC Request II.B.1 (cont.)**

**Response (cont.):**

Adelphia did not make telephony service available to subscribers in the previous four quarters;<sup>3</sup> therefore, it does not have a response for II.B.1.e.

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<sup>3</sup> *But see* Adelphia's response to Request IV.E, which describes its limited, employee-only IP telephony trial that occurred in Colorado Springs, Colorado.

**Adelphia Communications**  
**Basic Cable Service Ready Homes, FCC Request II.B.1.a**

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
<b>DMA Hierarchy - Proposed Transaction Cost Centers</b>	<b>10,413,254</b>	<b>10,439,869</b>	<b>10,492,988</b>	<b>10,541,583</b>
Albany New York				
024				
025				
071				
936				
994				
99A				
Atlanta Georgia				
294				
330				
Baltimore Maryland				
297				
Bangor Maine				
353				
Binghamton New York				
939				
Birmingham Alabama				
959				
Bluefield West Virginia				
081				
Boise ID				
699				
Boston Massachusetts				
023				
038				
049				
143				
213				
361				
362				
990				
997				
Buffalo New York				
004				
013				
031				
032				
039				
102				
164				
165				
190				
192				
193				
194				
217				
219				
228				
Burlington Vermont				
068				
069				
070				
072				
142				
177				
178				
181				
182				
262				
263				
354				
355				
Charleston West Virginia				
291				
368				
369				
926				

**Adelphia Communications****Basic Cable Service Ready Homes, FCC Request II.B.1.a**

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
928				
929				
Charlotte North Carolina				
295				
Charlottesville Virginia				
058				
Columbia SC				
327				
Cincinnati Ohio				
373				
288				
Cleveland Ohio				
015				
016				
062				
225				
306				
349				
Colorado Springs Colorado				
691				
302				
698				
Columbus Ohio				
363				
289				
367				
Columbus/Tupelo/West Point				
332				
Denver Colorado				
914				
Dothan Alabama				
957				
Erie Pennsylvania				
226				
Evansville Indiana				
335				
290				
924				
973				
Florence / Myrtle Beach South Carolina				
945				
946				
949				
Greensboro North Carolina				
292				
324				
326				
Greeneville - new Bern NC				
379				
Greenwood Mississippi				
960				
Grand Junction/Montrose				
915				
Harrisburg Pennsylvania				
310				
937				
Harrisonburg Virginia				
378				
060				
064				
089				
216				
Hartford Connecticut				
130				
232				
934				
935				

**Adelphia Communications**  
**Basic Cable Service Ready Homes, FCC Request II.B.1.a**

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
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Huntsville Alabama  
958  
Jacksonville Florida  
947  
975  
Johnstown Pennsylvania  
002  
203  
204  
223  
269  
343  
346  
348  
34C  
377  
Lexington Kentucky  
370  
371  
372  
380  
Los Angeles California  
299  
305  
314  
315  
316  
317  
318  
319  
31A  
31B  
31C  
31E  
31K  
321  
322  
340  
342  
657  
658  
660  
662  
670  
671  
672  
679  
680  
968  
969  
970  
971  
972  
982  
983  
984  
985  
986  
988  
Louisville Kentucky  
374  
Memphis TN  
331  
Miami Florida  
037  
052  
247

**Adelphia Communications****Basic Cable Service Ready Homes, FCC Request II.B.1.a**

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
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Norfolk Virginia

136

Orlando Florida

146

183

328

Pittsburgh Pennsylvania

005

006

007

011

012

018

019

020

021

028

042

123

127

153

154

199

201

202

222

344

376

927

Portland Maine

298

356

357

358

359

360

Portland Oregon

664

Raleigh North Carolina

325

334

Reno Nevada

917

Richmond Virginia

075

103

230

237

333

Roanoke Virginia

059

06C

078

082

092

185

200

214

215

268

Rochester New York

220

Salt Lake City Utah

907

San Diego California

341

San Francisco California

673

**Adelphia Communications**  
**Basic Cable Service Ready Homes, FCC Request II.B.1.a**

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
Savannah Georgia				
093				
Seattle Washington				
919				
Spokane Washington				
909				
911				
912				
Syracuse New York				
995				
Tampa Florida				
149				
150				
948				
Toledo Ohio				
364				
365				
Tri-Cities Tennessee				
375				
940				
941				
Tulsa Oklahoma				
329				
Utica New York				
996				
Washington DC				
079				
080				
155				
20A				
20B				
287				
293				
296				
308				
309				
311				
West Palm Beach Florida				
245				
246				
083				
084				
086				
119				
137				
152				
156				
179				
189				
248				
31F				
31G				
31H				
31I				
31J				
320				
Wichita Kansas				
908				
Wilkes Barre / Scranton Pennsylvania				
085				
264				
336				
347				
Wilmington North Carolina				
323				
Youngstown Ohio				
925				
938				

**Adelphia Communications**  
**Basic Cable Service Ready Homes, FCC Request II.B.1.a**

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
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Yuma/El Centro California  
665  
666

The Company has not completed the preparation of financial statements for periods subsequent to September 30, 2005 and is reviewing its books and records and other information on an on-going basis to determine whether amounts should be changed, supplemented or otherwise amended pursuant to Generally Accepted Accounting Principles in the United States. Such review and evaluation may result in adjustments to the financial statements.

The Company does not operate based on DMA geographies. Thus, certain regional call center costs are allocated over a different operational footprint. In addition, DMAs are mapped at a channel line-up level and one cost center crosses multiple DMAs in many cases.

The financial data enclosed herein represents internal, unaudited data that was compiled from our books and records. This financial data has not been audited at a DMA level and may not reflect certain adjustments, some of which may be material, that would be necessary to render the financial information in accordance with Generally Accepted Accounting Principles.

Adelphia has not included subscriber information for the following areas as they are excluded from the proposed Transactions: St. Mary's, Pennsylvania, Puerto Rico, and Brazil. In addition, Adelphia has not included the Rigas properties that are not part of the proposed Transactions.



**Adelphia Communications**  
**Digital Cable Service Ready Homes, FCC Request II.B.1.c**

Cost Center Numbers Rolled to DMA	December 2004	March 2005	June 2005	September 2005
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**DMA Hierarchy - Proposed Transaction Cost Centers**

Albany New York  
024  
025  
071  
936  
994  
99A  
Atlanta Georgia  
294  
330  
Baltimore Maryland  
297  
Bangor Maine  
353  
Binghamton New York  
939  
Birmingham Alabama  
959  
Bluefield West Virginia  
081  
Boise ID  
699  
Boston Massachusetts  
023  
038  
049  
143  
213  
361  
362  
990  
997  
Buffalo New York  
004  
013  
031  
032  
039  
102  
164  
165  
190  
192  
193  
194  
217  
219  
228  
Burlington Vermont  
068  
069  
070  
072  
142  
177  
178  
181  
182  
262  
263  
354  
355  
Charleston West Virginia  
291  
368  
369  
926